

DAVIS POLK & WARDWELL

1 CHASE MANHATTAN PLAZA  
NEW YORK, N.Y. 10005

212-530-4000

TELEX: ITT-421341

WU-126834

WRITER'S DIRECT NUMBER:

9-3621310

No.

Date DEC 28 1979

Fee \$ 10.00

RECORDATION NO. 11059 Filed DEC 27 1979 ICG Washington, D. C.

DEC 27 1979 - 4 45 PM

INTERSTATE COMMERCE COMMISSION December 27, 1979

BY HAND DELIVERY

Interstate Commerce Commission  
Recordation Department  
Room 2303  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

Attention: Mildred Lee

Re: Supplement No. 3 to Lease Agreement  
dated as of November 1, 1979 between  
The Connecticut Bank and Trust  
Company, as Owner Trustee, Lessor,  
and Badische Corporation, Lessee  
(the "Lease")

Dear Ms. Lee:

Enclosed for recordation and filing pursuant to 49  
U.S.C. § 11303 please find two executed copies of Lease  
Supplement No. 3, dated as of December 21, 1979, to the Lease  
described above.

You recorded the Lease and Supplement Nos. 1 and 2  
on November 16, 1979, and assigned them recordation numbers  
11059, 11059-A, and 11059-B, respectively.

LAWRENCE E. WALSH  
S. HAZARD GILLESPIE  
TAGGART WHIPPLE  
PETER O. A. SOLBERT  
WALLACE S. JONES  
WILLIAM D. TUCKER, JR.  
C. PAYSON COLEMAN  
PETER A. BATOR  
JOHN P. CARROLL, JR.  
WILLIAM A. KAYNOR  
HENRY L. KING  
RICHARD B. SMITH  
EDWIN DEANE LEONARD  
BRUCE W. NICHOLS  
SAMUEL F. PRYOR, III  
EDWARD S. REID  
PHILIP C. POTTER, JR.  
JOHN I. BROKAW  
JAMES F. DOLAN  
RICHARD E. NOLAN  
JOHN A. CORRY  
RICHARD D. SPIZZIRRI  
ALLAN A. A. FLYNN  
CHARLES S. HOPPIN  
JOEL J. COHEN  
TROLAND S. LINK  
HERBERT M. LOBL  
JOHN J. McATEE, JR.  
JONATHAN M. CLARK

CHRISTOPHER CROWLEY  
LYDIA E. KESS  
JAMES W. D. BENKARD  
COLIN E. HARLEY  
DANIEL F. KOLB  
DONALDSON C. PILLSBURY  
GUY MILLER STRUVE  
JOSEPH ALSOP CHUBB  
JAMES WOODMAN LLOYD  
BARTLETT H. McGUIRE  
STEPHEN H. CASE  
FRANCIS J. MORISON  
FRANK S. MOSELEY  
JEFFREY SMALL  
ALAN D. GRANQUIST  
JESSE ROBERT LOVEJOY  
DAVID C. OXMAN  
WILLIAM PARSONS, JR.  
CHARLES S. WHITMAN, III  
ARTHUR F. GOLDEN  
STEVEN F. GOLDSTONE  
H. REED WASSON  
DENNIS S. HERSCH  
WINTHROP CONRAD, JR.  
LOWELL GORDON HARRIS  
WM F. KROENER, III  
RICHARD J. SANDLER  
ROBERT F. WISE, JR.

COUNSEL  
D. NELSON ADAMS  
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MORTON FEAREY

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PORTER R. CHANDLER  
CHARLES M. SPOFFORD  
EDWARD R. WARDWELL

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4, PLACE DE LA CONCORDE, 75008 PARIS  
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RESIDENT PARTNERS:  
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JOSEPH ALSOP CHUBB

11 COPTHALL AVENUE, LONDON EC2R 7LU  
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RESIDENT PARTNER:  
FRANCIS J. MORISON

Mildred Lee

-2-

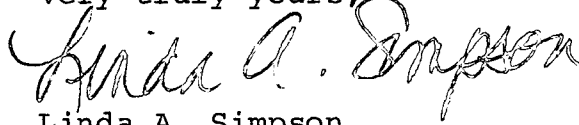
December 27, 1979

Please record Supplement No. 3 and acknowledge recordation by stamping one copy with Recordation No. 11059-C and returning it to the messenger who delivers this letter.

Enclosed is our check for \$10 in payment of the recordation fee.

Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Linda A. Simpson". The signature is written in dark ink and is positioned above the printed name.

Linda A. Simpson

Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**1/2/80**

**OFFICE OF THE SECRETARY**

**Linda A. Simpson  
Davis Polk & Wardwell  
One Chase Manhattan Plaza  
New York, N.Y. 10005**

**Dear Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/27/79** at **4:45pm**, and assigned re-recording number(s). **11059-C**

Sincerely yours,

*Agatha L. Mergenovich*  
**Agatha L. Mergenovich**  
Secretary

**Enclosure(s)**

RECORDATION NO. 11059 C Filed 1425

LEASE SUPPLEMENT NO. 3

DEC 27 1979 -4 45 PM

Dated as of December 21, 1979 INTERSTATE COMMERCE COMMISSION

Pursuant to Section 2(a) of the Lease dated as of November 1, 1979 between BADISCHE CORPORATION ("Lessee") and THE CONNECTICUT BANK AND TRUST COMPANY, as Owner Trustee ("Lessor"), Lessor and Lessee agree that Schedule 2 hereto correctly sets forth the Invoice Price and the date of commencement of the Interim Term for the Items shown on Schedule 1 hereto.

Terms defined in the Lease have the same meanings herein, unless the context hereof otherwise requires.

This Lease Supplement is without prejudice to any right which Lessor or Lessee may have against a Manufacturer or any other person, except as otherwise provided in the Lease.

The Delivery Date for the Items shown on Schedule 1 hereto shall be the date on which Lessor signs and dates this Supplement.

BADISCHE CORPORATION, as Lessee

By

H. H. Kopper

H.-H. Kopper,  
President

NND

THE CONNECTICUT BANK AND TRUST  
COMPANY, NOT INDIVIDUALLY BUT  
SOLELY IN ITS CAPACITY AS  
OWNER TRUSTEE UNDER AN OWNER  
TRUST AGREEMENT DATED AS OF  
NOVEMBER 1, 1979 BETWEEN THE  
OWNER TRUSTEE AND J.P. MORGAN  
INTERFUNDING CORP., as Lessor

By

[Signature]

Authorized Officer

SCHEDULE 1

(To Lease Supplement No. 3)

DESCRIPTION OF EQUIPMENT

Number of Items: 9

Description: 5,250 cubic foot center flow covered  
hopper cars equipped with 100-ton roller  
bearing trucks and 20-inch diameter  
Knapp hatches. Also equipped with No.  
5130 outlets with 5 PSI in transit  
features for the transportation of  
polycaprolactam pellets

Reporting Marks: DBCX 308 through 311, inclusive, 314, 315,  
317, 319 and 320

Time of Delivery: 4th quarter 1979

AAR Mechanical Designation: LO

AAR Car Type Code: L-354

SCHEDULE 2

(To Lease Supplement No. 3)

<u>Item</u>	<u>Invoice #</u>	<u>Invoice Price</u>
9 hopper cars, Reporting Marks DBCX 308 through 311, inclusive, 314, 315, 317, 319 and 320	6-14630	\$626,076.00

Total Invoice Price	<u>\$626,076.00</u>
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Interim Term: Commencing December 21, 1979